

**St. Paul Cultural Broadcasting, Inc.
Board Resolution to Amend the Bylaws**

Resolved, the Board of Directors, effective October 18, 2007, approves the following amendment to the corporation's Bylaws:

Notwithstanding anything to the contrary in the Bylaws, neither the Corporation nor any of its directors shall have an interest in or acquire a Second Station (as defined herein). A Second Station is any attributable media interest whose principle community contour (city grade contour) overlaps the principle community contour of the Corporation's pending application for a noncommercial educational station in Willcox, Arizona. An attributable interest is an interest as defined in 47 CFR §73.3555 or in the *Memorandum Opinion and Order, Reexamination of the Competitive Standards for Noncommercial Educational Applicants*, MM Docket No. 95-31, FCC 01-64 (February 28, 2001) ("MO&O"). The intent of this resolution is to amend the Bylaws as envisioned by the Federal Communications Commission in the MO&O to insure the Corporation is entitled to diversification credit. This resolution shall be interpreted and applied to insure compliance with Commission rules and policies to maintain a diversification credit.

St. Paul Cultural Broadcasting, Inc.

By: 

Name: Timothy R. Obitts

Title: Secretary